

THOMAS W. CLAWSON
Direct Dial: 801.237.0352
email: tclawson@vancott.com

FILED

JAN 08 2015

**SECRETARY, BOARD OF
OIL, GAS & MINING**

VANCOTT

January 8, 2015

**VANCOTT, BAGLEY,
CORNWALL &
MCCARTHY, P.C.**

ESTABLISHED 1874

VIA HAND DELIVERY

Ruland J. Gill, Jr., Chairman
Board of Oil, Gas and Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116

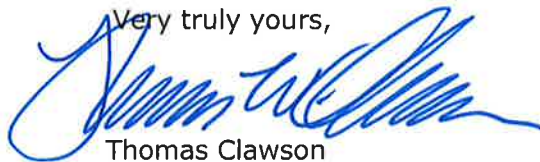
**Re: Newfield Production Company
Docket No. 2015-002
Cause No. 139-127
Proofs of Publication**

Dear Mr. Gill:

In connection with the above-referenced matter, we are delivering for filing the originals of Newfield Production Company's Newspaper Proofs of Publication.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Thomas Clawson

TWC/mt
Enclosures

4810-3963-9585, v. 1

36 S. STATE STREET
SUITE 1900
SALT LAKE CITY, UTAH
84111-1478 USA
T 801.532.3333
F 801.534.0058
WWW.VANCOTT.COM

LAW OFFICES
SALT LAKE CITY
OGDEN
PARK CITY
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MEMBER
LEX MUNDI
THE WORLD'S LEADING ASSOCIATION
OF INDEPENDENT LAW FIRMS

4770 S. 5600 W.
WEST VALLEY CITY, UTAH 84118
FED. TAX I.D.# 87-0217663
801-204-6910

The Salt Lake City

PROOF OF PUBLICATION

CUSTOMER NAME AND ADDRESS

VANCOTT BAGLEY CORNWALL,
ATTN ACCOUNTS PAYABLE
36 SOUTH STATE STREET # 1900

SALT LAKE CITY UT 84111

ACCOUNT

VANCOTT BAGLEY

TELEPHONE

8015323333

SCHEDULE

Start 12/14/2014

CUSTOMER, RELATIONSHIP

4826-6083-5615

CAPTION

BEFORE THE BOARD OF OIL, GAS AND MINING

SIZE

115 Lines

TIMES

6

MISC. CHARGES

AFFIDAVIT

AS NEWSPAPER AGENCY COMPANY, LLC dba MEDIAONE OF UTAH I
BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT OF
REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION F
AGENCY COMPANY, LLC dba MEDIAONE OF UTAH, AGENT FOR THE
THE ENGLISH LANGUAGE WITH GENERAL CIRCULATION IN UTAH, A
UTAH. NOTICE IS ALSO POSTED ON UTAHLEGALS.COM ON THE SAM
UTAHLEGALS.COM INDEFINATELY. COMPLIES WITH UTAH DIGITAL

Start 12/14/2014 End 12/21/2014

PUBLISHED ON

SIGNATURE

DATE 12/22/2014

THIS IS NOT A STATEMENT BUT A "PROOF OF PUBLICATION"
PLEASE PAY FROM BILLING STATEMENT

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

NOTICE
OF OPPORTUNITY TO LEASE
OR PARTICIPATE IN OIL AND
GAS WELLS AND SUPPLEMENTAL
NOTICE OF REQUEST FOR
AGENCY ACTION
Docket No. 2015-002
Cause No. 139-127

IN THE MATTER OF THE REQUEST FOR AGENCY
ACTION OF NEWFIELD PRODUCTION COMPANY
FOR AN ORDER POOLING ALL INTERESTS IN
THREE 1,280-ACRE (OR SUBSTANTIAL
EQUIVALENT) DRILLING UNITS ESTABLISHED
BY THE BOARD'S ORDER IN
CAUSE NO. 139-113 IN SECTIONS 2 AND
11, 14 AND 23, AND 16 AND 21,
TOWNSHIP 3 SOUTH, RANGE 2 WEST, U.S.M.,
DUCHESE COUNTY, UTAH

NEWFIELD PRODUCTION COMPANY TO:

Barbara Y. Clarke, Eleanor Stein or the Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein,
the Estate or heirs/devisees of James Dalgleish, William Fausett and Bertha Fausett or the Estate or heirs/devisees of Wil-
liam Fausett and Bertha Fausett, including without limitation, Orelia Fausett Cooper or the Estate or heirs/devisees of Orelia
Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without
limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including
without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Mel-
anie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any
reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or
to the right to drill into, produce from, or appropriate such oil or gas.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in
this Cause who will conduct a hearing on Wednesday, January 21, 2015, at 10:00 a.m., or as soon as possible thereafter, in
Room 112 of the Department of Natural Resources Building, 1594 West North Temple, Salt Lake City, Utah, and also, that
the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the
Board's regularly scheduled hearing on January 28, 2015, at 9:00 a.m., or as soon as possible thereafter, in the Auditorium
of the Department of Natural Resources Building.

Pursuant to previous administrative proceedings, the Board has entered the following spacing order affecting the properties
described herein: Order dated December 19, 2013, entered in Cause No. 139-113 establishing special 1,280-acre drilling
units for the Uteland Butte Member of the Lower Green River formation (the "Uteland Butte formation") in all of Sections 2
and 11, 14 and 23, and 16 and 21, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (the "Spacing Order").
On December 11, 2014, Newfield filed a Request for Agency Action seeking to: (1) force pool the interests of certain non-
consenting and non-locatable owners of the oil and gas minerals in the Uteland Butte formation (as described in the Spacing
Order) in the various drilling units beneath the Subject Lands retroactive to the date of first production for the Subject Wells
(as described herein); (2) establish the acreage-weighted average royalty payments to such owners and the costs of plugging
and abandoning the Subject Wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting
owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking,
recompleting, deepening or plugging back, testing and completing each Subject Well, including the cost of equipment in the
well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is
being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose where-
abouts cannot be ascertained through reasonable diligence.

The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board
as set forth in Utah Administrative Code Rules R641 et seq. as provided for by Utah Code Ann. § 63G-4-101 through 601.

One of the purposes of the hearing examiner's January 21, 2015 hearing and the Board's January 28, 2015 proceeding
will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's December 11,
2014 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral in-
terest owners who own interests in the oil and gas minerals in the Spaced Interval (as described in the December 11, 2014
Request for Agency Action) beneath the Subject Lands.

Barbara Y. Clarke, Eleanor Stein or the Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein,
the Estate or heirs/devisees of James Dalgleish, William Fausett and Bertha Fausett or the Estate or heirs/devisees of Wil-
liam Fausett and Bertha Fausett, including without limitation, Orelia Fausett Cooper or the Estate or heirs/devisees of Orelia
Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without
limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including
without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Mel-
anie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any
reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production
Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Robb Miller, regarding the opportu-
nity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or in-
terest in or to the oil and gas produced from the Spaced Interval beneath the properties described herein, or to the right to
drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in one or more of the following
wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drill-
ing and completing the well or wells pertaining to their ownership interest:

Dart #13-11-23-2WH
Nelson #13-14-23-32WH
Parkinson #1-16-21-3-2WH

(the "Subject Wells"). The Subject Wells are located within the drilling units established by the Board in the Spacing Order.
For information on leasing your interest or participating in a well or wells, or for any other questions, you should contact
Newfield as provided above or through its undersigned counsel.

Failure to respond to the December 11, 2014 Request for Agency Action or to participate in a Subject Well by entering into
a lease or by paying its share of the drilling and completing costs for such a well, will result in such non-participating owner
being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent risk compensation
penalty of up to 400% [Newfield is seeking 300%] that may be imposed by the Board at the January 28, 2015 hearing.

Objections to this matter by an unlocatable owner listed in this notice shall be filed with the Secretary of the Board and
served on Newfield's counsel at the addresses listed below no later than January 12, 2015. Objections filed later may be
considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely
written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation by parties before the
Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another ju-
risdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts. Attorney representation may be
waived by the Board upon petition and good cause shown.

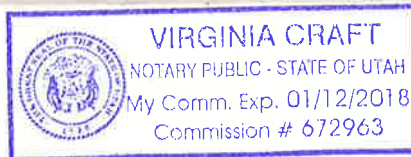
Persons interested in this matter may participate pursuant to the procedural rules of the Board. The December 11, 2014 Re-
quest for Agency Action, and any subsequent pleadings may be inspected at the office of the Secretary to the Board, 1594
West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801)-538-5277), or copies obtained by contacting Petitioner's
counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in
the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to
participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing
date.

Dated this 11th day of December, 2014.
VANCOTT, BAGLEY, CORNWALL & MCCARTHY
By: /s/ Thomas W. Clawson
36 South State Street, Suite 1900
Salt Lake City, Utah 84111
(801) 532-3333

1000485

UPAXLP



Virginia Craft
NOTARY SIGNATURE

4770 S. 5600 W.
WEST VALLEY CITY, UTAH 84118
FED. TAX I.D.# 87-0217663
801-204-6910

The Salt Lake

WWW.SALT.LAKE.CU

BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH

NOTICE
OF OPPORTUNITY TO LEASE
OR PARTICIPATE IN OIL AND
GAS WELL AND SUPPLEMENTAL
NOTICE OF REQUEST FOR
AGENCY ACTION
Docket No. 2015-002
Cause No. 139-127

PROOF OF PUBLICATION
CUSTOMER NAME AND ADDRESS
VANCOTT BAGLEY CORNWALL,
ATTN ACCOUNTS PAYABLE
36 SOUTH STATE STREET # 1900
SALT LAKE CITY UT 84111

ACCOUNT
VANCOTT BAGLEY
TELEPHONE
8015323333
SCHEDULE
Start 12/14/2014
CUST. REF
4826-6083-5615
CAPTION
BEFORE THE BOARD OF OIL, GAS AND MINING
SIZE
115 Lines
TIMES
6
MISC. CHARGES

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN THREE 1,280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDER IN CAUSE NO. 139-113 IN SECTIONS 2 AND 11, 14 AND 23, AND 16 AND 21, TOWNSHIP 3 SOUTH, RANGE 2 WEST, U.S.M., DUCHESNE COUNTY, UTAH
NEWFIELD PRODUCTION COMPANY TO:
Barbara Y. Clarke, Eleanor Stein or the Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, the Estate or heirs/devisees of James Dalgleish, William Fausett and Bertha Fausett or the Estates or heirs/devisees of William Fausett and Bertha Fausett, including without limitation, Orella Fausett Cooper or the Estate or heirs/devisees of Orella Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in this Cause who will conduct a hearing on Wednesday, January 21, 2015, at 10:00 a.m., or as soon as possible thereafter, in Room 112 of the Department of Natural Resources Building, 1594 West North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on January 28, 2015, at 9:00 a.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources Building.

Pursuant to previous administrative proceedings, the Board has entered the following spacing order affecting the properties described herein: Order dated December 19, 2013, entered in Cause No. 139-113 establishing special 1,280-acre drilling units for the Ute and Member of the Lower Green River formation (the "Ute and Member") in all of Sections 2 and 11, 14 and 23, and 16 and 21, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (the "Spacing Order"). On December 11, 2014, Newfield filed a Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Ute and Member formation (as described in the Spacing Order) in the various drilling units beneath the Subject Lands retroactive to the date of first production for the Subject Wells (as described herein); (2) establish the acreage-weighted average royalty payments to such owners and the costs of plugging and abandoning the Subject Wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing each Subject Well, including the cost of equipment in the well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.

The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board as set forth in Utah Administrative Code Rules R641 et seq. as provided for by Utah Code Ann. § 63G-4-101 through 601.

One of the purposes of the hearing examiner's January 21, 2015 hearing and the Board's January 28, 2015 proceeding will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's December 11, 2014 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral interest owners who own interests in the oil and gas minerals in the Spaced Interval (as described in the December 11, 2014 Request for Agency Action) beneath the Subject Lands.

Barbara Y. Clarke, Eleanor Stein or the Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, the Estate or heirs/devisees of James Dalgleish, William Fausett and Bertha Fausett or the Estates or heirs/devisees of William Fausett and Bertha Fausett, including without limitation, Orella Fausett Cooper or the Estate or heirs/devisees of Orella Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Robbie Miller, regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the Spaced Interval beneath the properties described herein, or to the right to drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in one or more of the following wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drilling and completing the well or wells pertaining to their ownership interest.

Dart #13-11-2-3-2WH
Nelson #3-14-23-3-2WH
Parkinson #1-16-21-3-2WH

(the "Subject Wells"). The Subject Wells are located within the drilling units established by the Board in the Spacing Order. For information on leasing your interest or participating in a well or wells, or for any other questions, you should contact Newfield as provided above or through its undersigned counsel.

Failure to respond to the December 11, 2014 Request for Agency Action or to participate in a Subject Well by entering into a lease or by paying its share of the drilling and completing costs for such a well, will result in such non-participating owner being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent risk compensation penalty of up to 400% (Newfield is seeking 300%) that may be imposed by the Board at the January 28, 2015 hearing.

Objections to this matter by an unlocatable owner listed in this notice shall be filed with the Secretary of the Board and served on Newfield's counsel at the addresses listed below no later than January 12, 2015. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts. Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The December 11, 2014 Request for Agency Action, and any subsequent pleadings may be inspected at the office of the Secretary to the Board, 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801) 538-5277), or copies obtained by contacting Petitioner's counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 11th day of December, 2014.
VANCOTT, BAGLEY, CORNWALL & McCARTHY
By: /s/ Thomas W. Clawson
36 South State Street, Suite 1900
Salt Lake City, Utah 84111
(801) 532-3333

1000485

UPAXLP

AS NEWSPAPER AGENCY COMPANY, LLC dba MEDIAONE OF UTAH LE
BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT OF
REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION FO
AGENCY COMPANY, LLC dba MEDIAONE OF UTAH, AGENT FOR THE S
THE ENGLISH LANGUAGE WITH GENERAL CIRCULATION IN UTAH, AN
UTAH. NOTICE IS ALSO POSTED ON UTAHLEGALS.COM ON THE SAME
UTAHLEGALS.COM INDEFINATELY. COMPLIES WITH UTAH DIGITAL S

Start 12/14/2014 End 12/21/2014
PUBLISHED ON
SIGNATURE
DATE 12/22/2014

VIRGINIA CRAFT
NOTARY PUBLIC - STATE OF UTAH
My Comm. Exp. 01/12/2018
Commission # 672963

NOTARY SIGNATURE

THIS IS NOT A STATEMENT BUT A "PROOF OF PUBLICATION"
PLEASE PAY FROM BILLING STATEMENT

AFFIDAVIT OF PUBLICATION

County of Duchesne,
STATE OF UTAH

I, Kevin Ashby on oath, say that I am the PUBLISHER of the Uintah Basin Standard, a weekly newspaper of general circulation, published at Roosevelt, State and County aforesaid, and that a certain notice, a true copy of which is hereto attached, was published in the full issue such newspaper for 2 consecutive issues, and that the first publication was on the 16 day of December, 20 14, and that the last publication of such notice was in the issue of such newspaper dated the 23 day of December, 20 14, and that said notice was published on Utahlegals.com on the same day as the first newspaper publication and the notice remained on Utahlegals.com until the end of the scheduled run.



Publisher

Subscribed and sworn to before me on this

31 day of December, 20 14

by Kevin Ashby.



Notary Public



BEFORE THE BOARD OF OIL, GAS AND MINING DEPART- MENT OF NATURAL RESOURCES STATE OF UTAH

IN THE MAT-
TER OF THE
REQUEST FOR
AGENCY ACTION
OF NEWFIELD
PRODUCTION
COMPANY FOR AN
ORDER POOLING
ALL INTERESTS IN
THREE 1,280-ACRE
(OR SUBSTANTIAL
EQUIVALENT)
DRILLING UNITS
ESTABLISHED
BY THE BOARD'S
ORDER IN CAUSE
NO. 139-113 IN
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11, 14 AND 23, AND
16 AND 21, TOWN-
SHIP 3 SOUTH,
RANGE 2 WEST,
U.S.M., DUCHESNE
COUNTY, UTAH
NOTICE OF OP-
PORTUNITY TO
LEASE OR PAR-
TICIPATE IN OIL
AND GAS WELL
AND SUPPLEMEN-
TAL NOTICE OF
REQUEST FOR
AGENCY ACTION
Docket No. 2015-
002
Cause No. 139-127
NEWFIELD PRO-
DUCTION COM-
PANY TO:
Barbara Y. Clarke;

Continued on back →

Eleanor Stein or the Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; the Estate or heirs/devisees of James Dagleish; William Fausett and Bertha Fausett or the Estates or heirs/devisees of William Fausett and Bertha Fausett, including without limitation, Orella Fausett Cooper or the Estate or heirs/devisees of Orella Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.

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costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing each Subject Well, including the cost of equipment in the well to and including the well-head connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.

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Barbara Y. Clarke; Eleanor Stein or the Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; the Estate or heirs/devisees of

Dart #13-11-2-3-2WH
Nelson #3-14-23-3-2WH
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(the "Subject Wells"). The Subject Wells are located within the drilling units established by the Board in the Spacing Order. For information on leasing your interest or participating in a well or wells, or for any other questions, you should contact Newfield as provided above or through its undersigned counsel.

Failure to respond to the December 11, 2014 Request for Agency Action, or to participate in a Subject Well by entering into a lease or by paying its share of the drilling and completing costs for such a well, will result in such non-participating owner being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent risk compensation penalty of up to 400% [Newfield is seeking 300%] that may be imposed by the Board at the January 28, 2015 hearing.

Objections to this matter by an unlocatable owner listed in this notice shall be filed with the Secretary of the Board and served on Newfield's counsel at the addresses listed below no later than January 12, 2015. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation

North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on January 28, 2015, at 9:00 a.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources Building.

Pursuant to previous administrative proceedings, the Board has entered the following spacing order affecting the properties described herein: Order dated December 19, 2013, entered in Cause No. 139-113 establishing special 1,280-acre drilling units for the Uteland Butte Member of the Lower Green River formation (the "Uteland Butte formation") in all of Sections 2 and 11, 14 and 23, and 16 and 21, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (the "Spacing Order"). On December 11, 2014, Newfield filed a Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Uteland Butte formation (as described in the Spacing Order) in the various drilling units beneath the Subject Lands retroactive to the date of first production for the Subject Wells (as described herein); (2) establish the acreage-weighted average royalty payments to such owners and the costs of plugging and abandoning the Subject Wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting owner's share of the

Bertha Fausett or the Estates or heirs/devisees of William Fausett and Bertha Fausett, including without limitation, Orella Fausett Cooper or the Estate or heirs/devisees of Orella Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Robbie Miller, regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the Spaced Interval beneath the properties described herein, or to the right to drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in one or more of the following wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drilling and completing the well or wells pertaining to their ownership interest:

attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts. Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The December 11, 2014 Request for Agency Action, and any subsequent pleadings may be inspected at the office of the Secretary to the Board, 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801)-538-5277), or copies obtained by contacting Petitioner's counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 11th day of December, 2014.

VANCOTT,
BAGLEY, CORNWALL & McCARTHY

By: /s/ Thomas W. Clawson
36 South State Street, Suite 1900
Salt Lake City, Utah 84111
(801) 532-3333
4826-6083-5615, v.

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Published in the Uintah Basin Standard December 16 and 23, 2014.

**BEFORE THE
BOARD OF
OIL, GAS
AND MINING**

DEPARTMENT
OF NATURAL
RESOURCES
STATE OF
UTAH IN THE
MATTER OF THE
REQUEST FOR
AGENCY ACTION
OF NEWFIELD
PRODUCTION
COMPANY FOR AN
ORDER POOLING
ALL INTERESTS IN
THREE 1,280-ACRE
(OR SUBSTANTIAL
EQUIVALENT)
DRILLING UNITS
ESTABLISHED
BY THE BOARD'S
ORDER IN CAUSE
NO. 139-113 IN
SECTIONS 2
AND 11, 14 AND
23, AND 16 AND
21, TOWNSHIP 3
SOUTH, RANGE
2 WEST, U.S.M.,
DUCHESNE
COUNTY, UTAH
NOTICE OF
OPPORTUNITY
TO LEASE OR
PARTICIPATE IN
OIL AND GAS
WELL
AND
SUPPLEMENTAL
NOTICE OF
REQUEST FOR
AGENCY ACTION
Docket No. 2015-
002

Cause No. 139-127
NEWFIELD
PRODUCTION
COMPANY TO:

Barbara Y. Clarke;
Eleanor Stein or the
Estate or heirs/devi-
sees of Eleanor Stein,
including without
limitation, Andrew
Stein; the Estate or
heirs/devisees of
James Dalgleish;
William Fausett and
Bertha Fausett or
the Estates or heirs/
devisees of William
Fausett and Bertha
Fausett, including
without limita-
tion, Orella Fausett
Cooper or the Estate

PROOF OF PUBLICATION

STATE OF UTAH,

}S.S.

County of Uintah

I, TONYA MUSE, being duly sworn, depose and say that I am the Legals Manager of The Vernal Express, a weekly newspaper of general circulation, published each week at Vernal, Utah, that the notice attached hereto was published in said newspaper for 2 publication(s), the first publication having been made on December 16, 2014 and the last on December 23, 2014, that said notice was published in the regular and entire issue of every number of the paper during the period and times of publication, and the same was published in the newspaper proper and not in a supplement; and was published on Utahlegals.com, a website established by the Utah Press Association through the collective efforts of Utah's newspapers, on the same day as the first newspaper publication and the notice remained on Utahlegals.com until the last day of publication.

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By 
Legals Manager

Subscribed and sworn to before me December 23, 2014.


Notary Public, Residence, Roosevelt, Utah



or heirs/devisees of Orella Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in this Cause who will conduct a hearing on Wednesday, January 21, 2015, at 10:00 a.m., or as soon as possible thereafter, in Room 112 of the Department of Natural Resources Building, 1594 West North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on January 28, 2015, at 9:00

a.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources Building.

Pursuant to previous administrative proceedings, the Board has entered the following spacing order affecting the properties described herein: Order dated December 19, 2013, entered in Cause No. 139-113 establishing special 1,280-acre drilling units for the Uteland Butte Member of the Lower Green River formation (the "Uteland Butte formation") in all of Sections 2 and 11, 14 and 23, and 16 and 21, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (the "Spacing Order"). On December 11, 2014, Newfield filed a Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Uteland Butte formation (as described in the Spacing Order) in the various drilling units beneath the Subject Lands retroactive to the date of first production for the Subject Wells (as described herein); (2) establish the acreage-weighted average royalty payments to such owners and the costs of plugging and abandoning the Subject Wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting owner's share of the costs of staking the location, wellsite prepara-

tion, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing

each Subject Well, including the cost of equipment in the well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.

The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board as set forth in Utah Administrative Code Rules R641 et seq. as provided for by Utah Code Ann. § 63G-4-101 through 601.

One of the purposes of the hearing examiner's January 21, 2015 hearing and the Board's January 28, 2015 proceeding will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's December 11, 2014 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral interest owners who own interests in the oil and gas minerals in the Spaced Interval (as described in the December 11, 2014 Request for Agency Action) beneath the Subject Lands.

Barbara Y. Clarke; Eleanor Stein or the

Estate or heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; the Estate or heirs/devisees of James Dalgleish; William Fausett and Bertha Fausett or the Estates or heirs/devisees of William Fausett and Bertha Fausett, including without limitation, Orella Fausett Cooper or the Estate or heirs/devisees of Orella Fausett Cooper, including without limitation, Frank Horsley or the Estate or heirs/devisees of Frank Horsley, including without limitation, Frank T. Horsley, Jr., Debra Horsley, and Bret Horsley; and the Estate or heirs/devisees of Enoch D. Lewis, including without limitation, Jeri Ann Gustafson or the Estate or heirs/devisees of Jeri Ann Gustafson,

including without limitation, Melanie Widerburg-Zucker, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Robbie Miller, regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the Spaced Interval beneath the

properties described herein, or to the right to drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in one or more of the following wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drilling and completing the well or wells pertaining to their ownership interest:

Dart #13-11-2-3-2WH

Nelson #3-14-23-3-2WH

Parkinson #1-16-21-3-2WH

(the "Subject Wells"). The Subject Wells are located within the drilling units established by the Board in the Spacing Order. For information on leasing your interest or participating in a well or wells, or for any other questions, you should contact Newfield as provided above or through its undersigned counsel.

Failure to respond to the December 11, 2014 Request for Agency Action or to participate in a Subject Well by entering into a lease or by paying its share of the drilling and completing costs for such a well, will result in such non-participating owner being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent risk compensation penalty of up to 400% [Newfield is seeking 300%] that may be imposed by the Board at the January 28, 2015 hearing.

Objections to this matter by an unlocatable owner

listed in this notice shall be filed with the Secretary of the Board and served on Newfield's counsel at the addresses listed below no later than January 12, 2015.

Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts.

Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural

rules of the Board. The December 11, 2014 Request for Agency Action, and any subsequent pleadings may be inspected at the office

of the Secretary to the Board, 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801)-538-5277), or copies obtained by contacting Petitioner's counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 11th day of December, 2014.

VANCOTT,
BAGLEY,
CORNWALL &
McCARTHY

By: /s/ Thomas W.
Clawson

36 South State
Street, Suite 1900
Salt Lake City,
Utah 84111

(801) 532-3333

Published in the
Vernal Express
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